

97-167

**HOGAN & HARTSON**  
L.L.P.

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June 27, 1997

**BY HAND DELIVERY**

**FCC/MELLON JUN 27 1997**

William F. Caton  
Acting Secretary  
Federal Communications Commission  
Transfer of Control  
P.O. Box 358310  
Pittsburgh, PA 15251-5310

**Re: Application on Form 703 for Transfer of Control  
of Illinois Consolidated Telephone Company,  
Licensee of Private Telephone Maintenance Radio  
Service Station WNQW314, from Consolidated  
Communications Inc. to McLeodUSA Incorporated**

Dear Mr. Caton:

Enclosed for filing are an original and one copy of an application on Form 703 for transfer of control of Illinois Consolidated Telephone Company, which holds a license in the Private Telephone Maintenance Radio service, from Consolidated Communications Inc. ("Consolidated") to McLeodUSA Incorporated ("McLeod"). Also enclosed is a check in the amount of \$45 to cover the applicable filing fee.

This application is part of a larger transaction between McLeod and Consolidated, which have entered into an Agreement and Plan of Merger. Pursuant to that Agreement, McLeod has formed a wholly-owned subsidiary, Eastside Acquisition Co. ("Eastside"). Upon receipt of necessary regulatory approvals, Consolidated will merge with and into Eastside with Eastside surviving and being renamed Consolidated Communications Inc. ("New Consolidated"). Thereafter, Consolidated's subsidiaries will continue to operate as wholly-owned subsidiaries of McLeod. This transaction will serve the public interest because the

BRUSSELS LONDON MOSCOW PARIS\* PRAGUE WARSAW

\\DC - 62854/12 - 0477261.01

BALTIMORE, MD BETHESDA, MD COLORADO SPRINGS, CO DENVER, CO MCLEAN, VA

\*Affiliated Office

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William F. Caton  
Acting Secretary  
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combined companies will be better able to provide high-quality telecommunications services at competitive prices.

Because of the number of separate filings involved in this transaction, the parties request a joint Public Notice of all the applications related to the transaction. Susan O'Connell in the International Bureau has agreed to coordinate the Public Notice for the applications.

Please address any questions concerning Consolidated to Veronica Ahern and J. Breck Blalock of Nixon, Hargrave, Devans & Doyle, L.L.P. at (202) 457-5300. Questions regarding McLeod should be addressed to the undersigned.

Respectfully submitted,

HOGAN & HARTSON L.L.P.

By: 

Karis A. Hastings  
Eric H. Loeb  
Counsel for  
McLeodUSA Incorporated

Enclosures

cc: Susan O'Connell, International Bureau  
James N. Loughry, Wireless Telecommunications Bureau

OUR REFERENCE NUMBER	YOUR INVOICE NUMBER	INVOICE DATE	INVOICE AMOUNT	AMOUNT PAID	DISCOUNT	NET AMOUNT



TOWN CENTRE, SUITE 500  
221 THIRD AVE., SE.  
CEDAR RAPIDS, IA 52401

FIRSTAR BANK IOWA, N.A.  
DES MOINES, IOWA 50309  
CEDAR RAPIDS - DOWNTOWN OFFICE  
33-54-730

36

032755

DATE	CONTROL NO.	AMOUNT
6/25/97	032755	\$45.00

THE SUM Forty Five Dollars and No/100

PAY  
TO THE  
ORDER OF

F C C

VOID AFTER 6 MONTHS  
AUTHORIZED REPRESENTATIVE

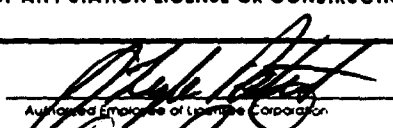
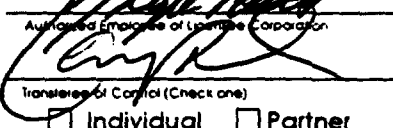
⑈032755⑈ ⑆073000545⑆ ⑈121372 742⑈ CHIEF FINANCIAL OFFICER

Security  
features  
included.  
Details on the

UNITED STATES OF AMERICA  
FEDERAL COMMUNICATIONS COMMISSION

FOR  
FCC  
USE  
ONLY

**PART I - APPLICATION FOR CONSENT TO TRANSFER CONTROL OF CORPORATION HOLDING STATION LICENSE**  
(This application must be filed before Transfer of Control takes place)

1.(a) Name of corporate licensee <b>Illinois Consolidated Telephone Company</b>			
(b) Number and street address <b>121 South 17th Street</b>			
(c) Number and street address continuation			
(d) City <b>Mattoon</b>	(e) State <b>IL</b>	(f) ZIP Code <b>61938</b>	
2. Call sign and radio service of each station <b>WNQW314 -- Telephone Maintenance Radio Service</b>			
3.(a) Fee Type Code <b>PATM</b>	(b) Fee Multiple <b>1</b>	(c) Fee Due <b>\$45.00</b>	FOR FCC USE ONLY
4. Name(s) and Address(es) of Transferee <b>McLeodUSA Incorporated, McLeodUSA Technology Park, 6400 C Street, S.W., P.O. Box 3177, Cedar Rapids, IA 52406-3177</b>			
5. Subsequent to the Transfer of Control, will the licensee corporation be the same corporate entity? That is, will it retain its present name, corporate charter, State of incorporation, etc.? If "NO", give details on Page 3.			YES <b>X</b> NO
6. Subsequent to the Transfer of Control, will the licensee corporation be a representative of any foreign government? If "YES", give details on Page 3.			YES NO <b>X</b>
7. THIS SECTION TO BE ANSWERED ONLY BY LICENSEES OF PUBLIC COAST, AIRPORT CONTROL TOWER, AERONAUTICAL ENROUTE, AERONAUTICAL FIXED, OR COMMON CARRIER ALASKA PUBLIC FIXED STATIONS. SUBSEQUENT TO THE TRANSFER OF CONTROL:			
(a) Will any officer or director of such corporation be an alien? If "YES", see Instruction 4.			YES NO
(b) Will more than 1/5 of the capital stock be either owned of record or may it be voted by aliens or their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If "YES", see Instruction 4.			YES NO
(c) Will the licensee be directly or indirectly controlled by any other corporation? If "YES", answer Items (d) through (h) below.			YES NO
(d) What is the name and address of the corporation in immediate control?			
(e) Under the laws of what State or Country is the controlling corporation organized?			
(f) Is more than 1/4 of the capital stock of controlling corporation either owned of record or may it be voted by aliens or their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If "YES", give details on Page 3.			YES NO
(g) Is any officer or more than 1/4 of the directors of the controlling corporation an alien? If "YES", on Page 3 state name, nationality, and position of each, and state the total number of directors, and give a brief biographical statement for each alien.			YES NO
(h) Is the controlling corporation in turn controlled by other companies? If "YES", on Page 3, or a separate sheet of paper, provide information for each of these controlling companies covering information requested in Items (d) through (h).			YES NO
8. By checking "YES", the applicant certifies that, in the case of an individual applicant, he or she is not subject to a denial of federal benefits, that includes FCC benefits, pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 USC, Section 862, or, in the case of a non-individual applicant (e.g. corporation, partnership, or other unincorporated association), no party to the application is subject to a denial of federal benefits, that includes FCC benefits, pursuant to that section. For the definition of a "party" for these purposes, see 47 CFR Section 1.2002(b). <input checked="" type="checkbox"/> YES <input type="checkbox"/> NO Failure to check "YES" may cause dismissal of your application.			
CERTIFICATION: Applicant waives any claim to the use of any particular frequency regardless of prior use by license or otherwise; Applicant will have unlimited access to the radio equipment and will control access to exclude unauthorized persons; Neither applicant nor any member thereof is a foreign government or representative thereof; Applicant certifies that all statements made in this application and attachments are true, complete and made in good faith.			
WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. CODE, TITLE 18, SECTION 1001), AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. CODE, TITLE 47, SECTION 312(A)(1)), AND/OR FORFEITURE (U.S. CODE, TITLE 47, SECTION 503).			
SIGNATURE  Authorized Employee of Licensee Corporation		DATE <b>6-25-97</b>	
SIGNATURE  Transfer of Control (Check one)		DATE <b>6-25-97</b>	
<input type="checkbox"/> Individual <input type="checkbox"/> Partner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (Specify):			

UNITED STATES OF AMERICA  
FEDERAL COMMUNICATIONS COMMISSION

**PART II - AUTHORIZATION TO HOLD STATION LICENSE(S) AFTER TRANSFER OF CONTROL OF CORPORATION**

**1. Name and mailing address of corporate licensee**

Illinois Consolidated Telephone Co.  
121 South 17th Street  
Mattoon, IL 61938

**2. Call sign and radio service of each station**

WNQW314: Telephone Maintenance  
Radio Service

**THIS AUTHORIZATION TO BE FILED WITH  
CORPORATION'S RADIO STATION RECORDS**

**DO NOT WRITE IN THIS BLOCK**

**CONDITIONS OF GRANT**

The corporate licensee is hereby authorized to continue holding the radio station license(s) listed in item 2 on the basis of the representations made in the application for this authorization.

This authorization is granted for the term of the outstanding license(s) for the station(s) listed in item 2.

**DATE AUTHORIZED:**



**FEDERAL  
COMMUNICATIONS  
COMMISSION**

Federal Communications Commission  
1270 Fairfield Road  
Gettysburg, PA 17325-7245

Illinois Consolidated Telephone Company  
c/o Karis A. Hastings  
Hogan & Hartson L.L.P.  
555 Thirteenth Street, N.W.  
Washington, D.C. 20004-1109